

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1079.
FILED, APRIL 20th. 1964.

KIRKLAND MINERALS CORPORATION LIMITED

Full corporate name of Company
Incorporated under the laws of Province of Ontario by letters patent dated Nov. 19, 1915. Name changed by supplementary letters patent dated Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 April 30, (Ontario) by Letters Patent dated May 1st, 1957). 1956.

FILING STATEMENT

Reference is made to previous Filing Statement No. 964.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	1) Underwriting and optioning of shares. 2) Acquisition of new property.
2. Head office address and any other office address.	9th Floor, 360 Bay Street, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President & a Director - Earl A. Glick, 60 Bridle Path, Toronto, Ont. Financier.</p> <p>Vice-President & a Director - William Coldoff, 777 Eglinton Ave.W., Toronto, Ont., Corporate Executive.</p> <p>Secty-Treas. & a Director - Kenneth Coad, 132 Spring Garden Ave., Willowdale, Ont., Accountant</p> <p>Director - H. L. Pountney, 2 Laxton Avenue, Toronto, Ont., Druggist.</p> <p>Director - David A. Glick, 73 Elm Ridge Drive, Toronto, Ontario, Office Manager.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized capital - 5,000,000 shares par value of \$1.00 each.</p> <p>Issued & outstanding- 3,550,005 shares par value of \$1.00 each.</p> <p>Of the 3,550,005 issued shares, 135,000 shares have been donated back to the treasury and are held in trust for the benefit of the treasury.</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By agreement dated the 16th day of April, 1964, Jenkin Evans & Co. Ltd., 360 Bay Street, Toronto, acting for a client, has agreed, subject to the approval of the Toronto Stock Exchange, to firmly purchase 400,000 shares at 20 cents per share, payable on acceptance of filing statement and, in consideration therefor, the Company granted Jenkin Evans & Co. Ltd., acting as aforesaid, an option to purchase all or any part of an additional 600,000 shares, as follows:</p> <p>200,000 shares @ 25¢ per share</p> <p>200,000 shares @ 30¢ per share</p> <p>200,000 shares @ 35¢ per share.</p> <p>the said blocks of shares to be paid for at intervals of three months.</p> <p><u>Note:</u> The underwriting on 400,000 shares @ 20¢ per share covers 135,000 shares being held in trust for the benefit of the treasury and the balance of 265,000 shares represents unissued capital stock.</p>

7 Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Joanne Holdings Limited, 9th Floor, 360 Bay Street, Toronto, Ontario. The only person having a greater than 5% interest in Joanne Holdings Limited is Earl A. Glick, the President and a Director of the Company.												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	(1) Management of the mining property of Berkeley Mines Limited; financing of that Company for which Kirkland Minerals Corporation Limited is obligated to the extent of \$30,000. (2) The Company has purchased from J. Robert Calcott the north half of Lot 5, Concession 1, Township of Kidd, for and in consideration of \$40,000. (3) Disposal of all its industrial holdings as soon as possible. (4) Part of the proceeds from the underwriting will be used to pay the purchase price of the property referred to in sub-section (2) hereof and to carry out the recommendations of the Company's engineer at an approximate cost of \$5,000. (5) The funds received from the underwriting and option agreement will only be used for the purposes as stated above; other than for general administration. Any expenditures that may be made for any other purpose will be subject to disclosure to your Exchange in an amending filing statement.												
10. Brief statement of company's chief development work during past year.	Company has not done any exploration or development work on any mining claims owned by it. It has spent considerable time on the organization and promotion of Berkeley Mines Limited and on supervision of the drilling programme completed on April 2, 1964 on the Berkeley property.												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	J. Robert Calcott of Windsor, Ontario, with business address as follows: C/o Morton Tobacco Limited, 2744 Ontario Street, P.O. Box 1, Walkerville, Ontario												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	135,000 shares registered in the name of Kenneth Coad.												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The above escrowed shares are held by Kenneth Coad as Trustee for and on behalf of the treasury of Kirkland Minerals Corporation Limited, to be disposed of as directed by the Directors and the Toronto Stock Exchange												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <thead> <tr> <th></th><th>No. of Shares</th></tr> </thead> <tbody> <tr> <td>Joanne Holdings Limited, 360 Bay Street Toronto, Ontario</td><td>193,500 *</td></tr> <tr> <td>Kenneth Coad, 360 Bay Street, Toronto</td><td>135,000 **</td></tr> <tr> <td>Waite Reid & Co. Ltd., 200 Bay Street, Toronto, Ontario.</td><td>96,900 ***</td></tr> <tr> <td>Bache & Company, 360 Bay Street, Toronto</td><td>81,822 ***</td></tr> <tr> <td>Manny Swadron, 642A Danforth Ave. Toronto</td><td>80,500 ***</td></tr> </tbody> </table> <p>* - Beneficial Owner. ** - Held in trust by Kenneth Coad for benefit of the treasury of the Company. *** - The signatories hereto are not aware who are the beneficial owners.</p>		No. of Shares	Joanne Holdings Limited, 360 Bay Street Toronto, Ontario	193,500 *	Kenneth Coad, 360 Bay Street, Toronto	135,000 **	Waite Reid & Co. Ltd., 200 Bay Street, Toronto, Ontario.	96,900 ***	Bache & Company, 360 Bay Street, Toronto	81,822 ***	Manny Swadron, 642A Danforth Ave. Toronto	80,500 ***
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FINANCIAL STATEMENTS

KIRKLAND MINERALS CORPORATION LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1963

ASSETS

Current

Accounts receivable	\$	2,328.61
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Investments

Per schedule attached		1,090,210.03
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Other

Prepaid expense	\$	1,500.00	
Mining interests at cost and nominal		501.00	2,001.00
			<u>\$ 1,094,539.64</u>

LIABILITIES

Current

Bank loan and overdraft - secured	\$	16,351.30	
Due to broker - secured		2,677.73	
Salary payable		2,750.00	
Accounts payable		15,105.08	
Security sale agreement		1,000.00	
Unclaimed dividends		10,158.52	\$ 48,042.63

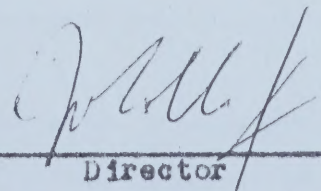
Capital

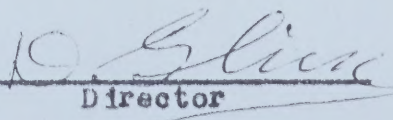
Authorized - 5,000,000 shares of a par value of \$1.00 each			
Issued and fully paid - 3,550,005 shares	\$	3,550,005.00	
Deficit - per statement attached		2,503,507.99	1,046,497.01
			<u>\$ 1,094,539.64</u>

Note:

By agreement of 4 June 1963, contingent upon certain conditions, the company agreed to underwrite 100,000 shares of Berkeley Mines Limited at a price of 30¢ per share, or in the alternative to find some other acceptable underwriter for the said shares.

Approved on behalf of the
Board of Directors


Director


Director

KIAKLAND MINERALS CORPORATION LIMITED

STATEMENT OF DEFICIT

FOR THE YEAR ENDED 31 DECEMBER 1963

Balance of deficit at 1 January 1963		\$ 2,261,432.06
Add: Value applied to shares of a subsidiary distributed as a dividend	\$ 53,250.00	
Cost of shares of subsidiary in excess of value applied on distribution thereof	149,100.00	
Adjustment of proceeds of disposal of mine assets of prior year	3,996.26	
Administrative expenses		
Secretarial and office	11,200.00	
Legal and audit	7,773.80	
Transfer agent and registrar	6,944.58	
Management salary	7,500.00	
Shareholders information	3,385.59	
Sundry expenses	342.36	
Directors fees	550.00	
Bank charges and interest	473.26	
Stock exchange charges	374.31	
Corporation fees and taxes	239.59	
Travel expense	242.34	
Outside exploration costs	648.39	
Loss on security transactions	<u>2,595.00</u>	<u>248,615.48</u>
		\$ 2,510,047.54
Deduct: Interest earned	\$ 5,543.14	
Clean-up bullion proceeds	<u>996.41</u>	<u>6,539.55</u>
Balance of deficit at 31 December 1963		\$ <u>2,503,507.99</u>

KIRKLAND MINERALS CORPORATION LIMITED

SCHEDULE OF INVESTMENTS

AS AT 31 DECEMBER 1963

Shares of
par value

Security

SUBSIDIARIES

		Advances	Book value
750,000	Beauvale Mines Limited	\$ 280,239.07	\$ 75,008.00
828,364	Berkeley Mines Limited	4,159.45	336,969.67
525,000	Kiro Explorations Limited	26,654.09	21,100.00
		<u>\$ 311,052.61</u>	<u>\$ 433,077.67</u>

MARKETABLE

		Market	
29,900	Phantom Industries	\$ 29,900.00	\$ 136,360.50
500	Leland Publishing	1,225.00	6,081.25
7,700	Rare Earth Mines	163.50	7,700.00
500	Consolidated negcourt	47.50	635.00
4,000	H.E.P.C. (Ont) 3/69	3,620.00	3,550.00
17,000	D. of C. 4 1/2/72	16,107.50	17,000.00
		<u>\$ 51,063.50</u>	<u>\$ 171,326.75</u>

OTHER

200,000	Spartan Air Services	\$ 126,000.00
150,000	Reford Mines Limited	18,750.00
30,000	Geneva Minerals Limited	30,000.00
25,000	Miramichi Mines	1.00
57,500	Chip Mines	1.00
1	Kirkland Gold	1.00
		<u>\$ 174,753.00</u>

Total shares	\$ 779,157.42
Total advances	<u>311,052.61</u>
Total investments	<u>\$ 1,090,210.03</u>

KIRKLAND MINERALS CORPORATION LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE THREE MONTHS ENDED 31 MARCH 1964

Working capital deficit at 1 January 1964

Current liabilities	\$ 48,042.63	
Less: Current assets	<u>2,328.61</u>	\$ 45,714.02

Source of funds

Sale of 500 Leland Publishing	\$ 811.25	
Berkeley Mines Limited repayment	3,100.00	
Interest received	<u>361.25</u>	<u>4,272.50</u>
		\$ 41,441.52

Application of funds

Subsidiary advances		
Property taxes	\$ 729.13	
Audit fees	100.00	
Corporation tax	<u>40.00</u>	\$ 869.13
Administrative expenses		
Legal and audit fees	\$ 3,266.75	
Secretarial and office	1,200.00	
Directors fees	250.00	
Interest and bank charges	269.80	
Transfer agent fees	188.07	
Stock exchange fee	100.00	
Sundry expenses	<u>49.74</u>	5,324.36
Outside exploration participations		<u>138.50</u>
		<u>6,331.99</u>

Working capital deficit at 31 March 1964

Current liabilities	\$ 50,102.12	
Less: Current assets	<u>2,328.61</u>	\$ <u>47,773.51</u>

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by J.R. Lill, B.Sc., Geologist, dated May 1st, 1964, on the mining claims located in Kidd Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

Conclusions & Recommendations

In light of the minimal amount of known geology in the area it is recommended that a magnetic and electromagnetic survey and geological mapping of any observed outcrops be carried out as an initial investigation of the property.

Further geophysics in the form of a gravity survey and a subsequent program of diamond drilling should be carried out if warranted on the basis of the initial results.

The initial work prior to diamond drilling would suggest an expenditure of approximately \$5,000.

Respectfully submitted,

SULMAC EXPLORATION SERVICES LIMITED

John R. Lill

John R. Lill, B.Sc.

May 1, 1964

CERTIFICATION

TO WHOM IT MAY CONCERN:

I, John R. Lill, in the City of Scarborough, in the Province of Ontario, do hereby certify as follows:

1. That I am a geologist residing in the City of Scarborough, Province of Ontario.
2. That I am a graduate of McGill University (1954) and that I have been practicing my profession since that time.
3. This report is based upon examination of aeromagnetic and geological reports of the area.
4. I have no interest nor do I expect to receive any interest in the above property.

John R. Lill

John R. Lill, B.Sc.

Toronto, Ontario

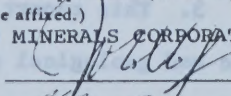
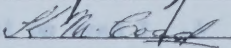
May 1, 1964

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person or persons have sufficient shares to materially affect control of the Company. However, Joanne Holdings Limited might be in a position to materially affect control of the Company if it solicited and was able to obtain proxies but there is no agreement outstanding as to this.																																																																								
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<div>Subsidiaries:</div> <table><thead><tr><th></th><th>No. of Shares</th><th>Advances</th><th>Book Value</th><th>Market Value</th></tr></thead><tbody><tr><td>Beauvale</td><td>750,008</td><td>280,239.07</td><td>75,008.00</td><td>No market</td></tr><tr><td>Berkeley</td><td>828,364</td><td>4,159.45</td><td>336,969.67</td><td>"</td></tr><tr><td>Kiro Ex- ploration Limited</td><td>525,000</td><td>26,654.09</td><td>21,100.00</td><td>"</td></tr></tbody></table> <div>Marketable:</div> <table><thead><tr><th></th><th>No. of Shares</th><th>Book Value</th><th>Market Value</th></tr></thead><tbody><tr><td>Phantom Ind.</td><td>29,900</td><td>136,360.50</td><td>\$ 9,000.00</td></tr><tr><td>Rare Earth</td><td>7,700</td><td>7,700.00</td><td>163.50</td></tr><tr><td>Cons. Regcourt</td><td>500</td><td>635.00</td><td>100.00</td></tr><tr><td>H.E.P.C.Ont. 3/69</td><td>\$4000</td><td>3,550.00</td><td>3,600.00</td></tr><tr><td>Dom/Can 4 1/2/72</td><td>\$17000</td><td>17,000.00</td><td>16,170.00</td></tr></tbody></table> <div>Other:</div> <table><thead><tr><th></th><th>No. Shares</th><th>Book Value</th><th>Market Value</th></tr></thead><tbody><tr><td>Spartan</td><td>200,000</td><td>\$126,000.00</td><td>\$80,000.00</td></tr><tr><td>Reford Mines</td><td>150,000</td><td>18,750.00</td><td></td></tr><tr><td>Geneva</td><td>80,000</td><td>30,000.00</td><td></td></tr><tr><td>Mirimachi</td><td>2,500</td><td>1.00</td><td></td></tr><tr><td>Chip Miners</td><td>57,500</td><td>1.00</td><td></td></tr><tr><td>Kirkland Gold</td><td>1</td><td>1.00</td><td></td></tr></tbody></table>		No. of Shares	Advances	Book Value	Market Value	Beauvale	750,008	280,239.07	75,008.00	No market	Berkeley	828,364	4,159.45	336,969.67	"	Kiro Ex- ploration Limited	525,000	26,654.09	21,100.00	"		No. of Shares	Book Value	Market Value	Phantom Ind.	29,900	136,360.50	\$ 9,000.00	Rare Earth	7,700	7,700.00	163.50	Cons. Regcourt	500	635.00	100.00	H.E.P.C.Ont. 3/69	\$4000	3,550.00	3,600.00	Dom/Can 4 1/2/72	\$17000	17,000.00	16,170.00		No. Shares	Book Value	Market Value	Spartan	200,000	\$126,000.00	\$80,000.00	Reford Mines	150,000	18,750.00		Geneva	80,000	30,000.00		Mirimachi	2,500	1.00		Chip Miners	57,500	1.00		Kirkland Gold	1	1.00	
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18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil																																																																								
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Management contract with Berkeley Mines Limited,																																																																								
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. There are no shares in primary distribution other than the shares to be underwritten and such of the escrowed shares as are released from escrow.																																																																								

DATED April 17, 1964.

CERTIFICATE OF THE COMPANY

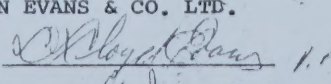
The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

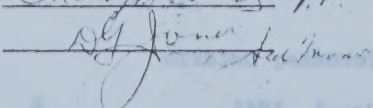
KIRKLAND MINERALS CORPORATION LIMITED
 "W. Coldoff"  CORPORATE SEAL
 "K. Coad" 

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

JENKIN EVANS & CO. LTD.

"D.L. Evans"  I.C.

"D.G. Jones" 

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 208.
FILED, JUNE 11th. 1964.

[Handwritten signature]

KIRKLAND MINERALS CORPORATION LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1079 dated April 17, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	1) Agreement between the Company and Shattuck Denn Mining Corporation (see item 20 hereof). 2) Release from escrow of 135,000 shares held for the benefit of the treasury (see items 13 & 14 hereof).												
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 5,000,000 shares of the par value of \$1.00 each Issued & outstanding - 4,015,005 shares of the par value of \$1.00 each.												
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Jenkin Evans & Co. Ltd., acting for a client, purchased and paid for 600,000 shares of the capital stock of the Company, being 265,000 treasury shares and 135,000 shares which were donated for the benefit of the treasury of the Company, being the underwritten shares; and 200,000 shares held under option. The remaining options outstanding are:- 200,000 shares at 30 cents per share, and 200,000 shares at 35 cents per share												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	The 135,000 shares registered in the name of Kenneth Coad and formerly held in trust for the benefit of the treasury, have been sold at 20 cents per share and the proceeds, namely, \$27,000, paid into the treasury of the Company.												
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20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The Company has entered into an agreement with Shattuck Denn Mining Corporation (Shattuck Denn), Joanne Holdings Limited (Joanne) and Waite Reid & Company Limited (the Broker), dated the 26th day of May, 1964. A summary of the said agreement is set out in Schedule "A" hereto annexed. There are no other material facts. The shares of the Company are still in primary distribution. See Schedule "A" on page 2.												

DATED June 3rd, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

KIRKLAND MINERALS CORPORATION LIMITED

"W. Coldoff"

CORPORATE

Vice-President

"K.M. Coad"

Secty-Treasurer

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

SCHEDULE "A" TO AMENDING FILING STATEMENT
OF KIRKLAND MINERALS CORPORATION LIMITED.

Subject to an amending filing statement of the Company disclosing the terms of the said agreement being accepted for filing (which date is referred to as the "effective date") Joanne agrees to sell to the Broker, acting for and on behalf of Shattuck Denn, 100,000 shares of the Company at 25 cents per share, payable on the effective date; Shattuck Denn acknowledges that the Broker is acting as its agent in purchasing the said 100,000 shares and agrees to indemnify and save harmless the broker while so acting; Shattuck Denn represents to the Company and to Joanne that the said shares are purchased for investment purposes and that if any are sold, same shall only be sold through the facilities of the Toronto Stock Exchange and through the Broker and that not more than 10,000 shares will be sold in any one week without the Broker's consent; Shattuck Denn agrees to provide the Company with funds for preliminary engineering and geological work on the mining property owned by the Company, being the north half of Lot 5, Concession 1, Murphy Township, Porcupine Mining Division, Ontario, at an estimated cost of \$5,000; when the preliminary work has been done and a report made under the joint supervision of the Company and Shattuck Denn, based upon the recommendations in the said report, Shattuck Denn agrees to provide funds to carry out the said recommendations; In consideration of Shattuck Denn providing the abovementioned funds, the Company agrees that Shattuck Denn shall have earned an undivided interest in the said property dependant upon the amount of money provided, that is, if the total amount provided is \$40,000 or more, the said interest earned will be a 50% interest in the property but, if the amount is less than \$40,000, the said interest will be reduced accordingly; in the event the said amount is in excess of \$40,000, the interest will not exceed 50% interest but Shattuck Denn shall be entitled to be repaid such excess only out of profits from commercial production from the property after all payments provided for in the agreement have been made; as long as there is no default on the part of Shattuck Denn, the Company shall give Shattuck Denn the right of first refusal to participate up to a 50% interest in the acquisition and exploration and development of such other mining property or properties the Company might hereafter acquire in the Porcupine Mining Area for a period of one year from the date of the agreement; if commercial production is indicated after the drilling and development programme is completed, Shattuck Denn shall have the right of first refusal to provide the funds required to put the property into commercial production and, if Shattuck Denn does so, Shattuck Denn shall have control of all mining operations carried on thereafter unless Shattuck Denn defaults in providing the said funds or fails to carry out mining operations thereafter continuously and in accordance with good mining practice; all monies spent for commercial production shall be repayable to Shattuck Denn out of profits from production on the said property; In the event funds are not provided by Shattuck Denn, Shattuck Denn agrees to co-operate with the Company and to execute such documents as are necessary in order to produce funds to put the property into commercial production if same is indicated; Shattuck Denn shall be entitled to one representative on the board of directors of the Company while funds are being provided as aforesaid and while production is obtained from the property; Shattuck Denn agrees to vote the shares of the Company which it owns or controls as directed by Joanne; the Broker agrees that it will not hereafter enter into any agreement in the nature of a sub-option agreement, sub-underwriting agreement or assignment with respect to any of the said 100,000 shares without prior notice being given and accepted for filing by the Toronto Stock Exchange; the agreement is to be construed as an Ontario contract; the agreement to have no force and effect unless and until an amending filing statement in respect to this agreement is accepted for filing by the Toronto Stock Exchange.

FINANCIAL STATEMENTS

KIRKLAND MINERALS CORPORATION LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FROM 1 APRIL 1964 TO 15 JUNE 1964

Working capital deficit at 1 April 1964

Current liabilities	\$ 50,102.12	
Less: Current assets	<u>2,328.61</u>	\$ 47,773.51

Source of funds

Sale of treasury shares		
265,000 shares at 20¢	\$ 53,000.00	
200,000 shares at 25¢	<u>50,000.00</u>	\$ 103,000.00
Proceeds of sale of shares held in trust for company		
165,000 shares at 20¢	27,000.00	
Interest received	<u>60.00</u>	<u>130,060.00</u>
		\$ 82,286.49

Application of funds

Purchase of mining claims	\$ 40,000.00	
Property report	451.33	
Secretarial and office service	1,000.00	
Travel expenses	1,542.00	
Stock exchange charges	485.75	
Legal and audit	757.60	
Shareholders information	295.27	
Bank charges and interest	110.72	
Mining licence	100.00	
Corporation tax	<u>51.88</u>	<u>44,794.55</u>

Working capital at 15 June 1964

Current assets	\$ 62,332.92	
Less: Current liabilities	<u>24,840.98</u>	<u>\$ 37,491.94</u>

CERTIFIED CORRECT:

DIRECTORS

W. H. V. B. P.
Eul Ash

Kirkland Minerals Corporation Limited

THE BERKELEY HOUSE • 360 BAY STREET • TORONTO 1, CANADA • Telephone EMpire 2-7611

MINE OFFICE: P.O. BOX 850 CHAPUT-HUGHES, ONTARIO

WORKING CAPITAL POSITION

AS AT 15TH JUNE, 1964.

ASSETS

CASH IN BANK	43,048.25	
SECURITIES AT MARKET	106,428.00	
DRILLING DEPOSIT	5,000.00	
ENGINEERING DEPOSIT	<u>1,777.00</u>	156,253.25

LIABILITIES

CURRENT ACCOUNTS PAYABLE	<u>11,991.64</u>	
	144,261.61	
UNCLAIMED DIVIDENDS - NON CURRENT	<u>10,158.52</u>	
NET FREE WORKING CAPITAL AT 30 JUNE 1964.		<u>134,103.09</u>